

JUN 28 1983

AMENDMENT dated as of October 1, 1981 to that certain  
 CERTIFICATE OF ACCEPTANCE issued under a MANAGEMENT AGREEMENT  
 INTERSTATE COMMERCE COMMISSION of December 27, 1979 between Nathan A. Einstein  
 (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION  
 (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of  
 the 50'6" Type XM Railroad Boxcars which are subject to this  
 Management Agreement should be remarked in order to maximize their  
 utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the  
 parties and in further consideration of \$1.00 in hand paid by each  
 party to the other, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement  
 is amended by changing the Equipment Numbers from the following:

NSL 150452 - NSL 150454

to the following:

NSL 150452

MISS 150453 - MISS 150454

IN WITNESS WHEREOF, Owner and Manager each pursuant to due  
 authority, have caused these presents to be duly executed.

Lattie B. Klink  
 Witness

Linda J. Bruner  
 Witness

Nathan A. Einstein  
 Owner

State of Pennsylvania

County of Philadelphia

ss:

On this 9th day of November, 1981, before me personally appeared Bettie B. Klinck, to me personally known, who, being by me duly sworn, says that she and the other witness, Linda J. Bruner, personally witnessed Richard J. Kelly as Owner, duly sign the within Amendment that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

My Commission Expires:

MARTHA T. MILLS  
Notary Public of Phila.

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires March 5, 1984

NATIONAL RAILWAY UTILIZATION  
CORPORATION

BY

Richard J. Kelly  
Richard J. Kelly  
Vice President

ATTEST

Barbara A. Fagan  
Barbara A. Fagan  
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Philadelphia:

On this 9th day of November, 1981, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

My Commission Expires:

MARTHA T. MILLS  
Notary Public of Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires March 5, 1984